

FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

State the full name of your company and the address of its principal office in Canada:

Enertopia Corp. (the "Company")
950 - 1130 West Pender Street
Vancouver, BC V6E 4A4

Item 2. Date of Material Change

September 18, 2014

Item 3. News Release

The Company did disseminate a news release through Newswire.ca on September 18, 2014. The Company announced the material change by filing a Form 8-K with the Securities and Exchange Commission on September 23, 2014.

Item 4. Summary of Material Change

On September 18, 2014, the Company provided notice to WOM alleging default under the terms of the WOM Agreement for, among other things, their failure to provide financial information in regards to the funding, expenses and operation of the Joint Venture. WOM has provided notice in response disputing their default, and we are currently in correspondence on the terms of the WOM Agreement that are in issue with their attorneys.

Full Description of Material Change

See attached Form 8-K.

Item 5. Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

If this report is being filed on a confidential basis in reliance of subsection 7.1(2) or (3) of National Instrument 51-102, state the reasons for such reliance.

Not Applicable.

Item 6. Omitted Information

Not Applicable.

Item 7. Executive Officer

Give the name and business telephone number of an executive officer of your company who is knowledgeable about the material change and the Report, or the name of an officer through whom such executive officer may be contacted.

Please contact Robert McAllister, CEO and President of the Company, at 604.602.1675

Item 8. Date of Report

DATED September 23, 2014.

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

Current Report
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (date of earliest event reported): September 18, 2014

ENERTOPIA CORP.

(Exact name of registrant as specified in its charter)

Nevada	000-51866	20-1970188
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

#950 – 1130 West Pender Street, Vancouver, British Columbia, Canada V6E 4A4

(Address of principal executive offices) (Zip code)

Registrant's telephone number, including area code: (604) 602-1675

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under Exchange Act (17 CFR 240.13e-4(c))

Item 7.01 Regulation FD Disclosure.

As previously announced, our company entered into a Joint Venture Agreement (the “**WOM Agreement**”) on January 16, 2014 with World of Marihuana Productions Ltd. (“**WOM**”) where our company can acquire up to 51% of the Joint Venture business ownership interest. WOM has or will acquire a licence issued by Health Canada (the “**Licence**”) to allow for WOM to operate a business of legally producing, manufacturing, propagating, importing/exporting, testing, researching and developing, and selling marijuana (the “**Business**”) which shall be located at 33420 Cardinal Street, Mission, British Columbia (the “**Premises**”). The Parties have entered into a non-binding Letter Of Intent dated for reference the 1st day of November, 2013 (the “**LOI**”) which shall be superseded by this Agreement. The Parties entered into the Joint Venture Agreement to which sets out the terms and conditions in which Enertopia may acquire an interest in the Business and the terms and conditions on which the Parties will form a joint venture to jointly participate in the Business (the “**Joint Venture**”). 10,000,000 shares of the restricted common stock of our company at a price of \$0.04 per share to 0984329 B.C. Ltd at the direction of WOM at the time of execution of the LOI (the “**LOI Shares**”) (Completed); Issuance of 5,000,000 Shares to 0984329 BC Ltd. at a price of \$0.18 per share and payment of \$100,000.00 USD to WOM upon signing of this Agreement (the “**Execution Date**”) which Shares will be held in escrow (the “**Escrow Shares**”) by our solicitors until such time as the Effective Date has occurred. Upon occurrence of the Effective Date,

1. the Escrow Shares will be released from escrow (Completed);
2. payment to WOM of \$75,000.00 USD by January 31, 2014 in exchange for which Enertopia will be granted a 30% Interest in the Business (Completed);
3. issue 1,000,000 Shares at a price of \$0.68 per share to 0984329 BC Ltd. and pay \$200,000.00 USD to WOM on or before the date that is six months from the Execution Date in exchange for which Enertopia shall be granted a further 1% Interest in the Business; (Completed). To date, our company has issued 16,000,000 common shares of our company and paid a total of \$375,000 to WOM.

We have provided notice to WOM alleging default under the terms of the WOM Agreement for, among other things, their failure to provide financial information in regards to the funding, expenses and operation of the Joint Venture. WOM has provided notice in response disputing their default, and we are currently in correspondence on the terms of the WOM Agreement that are in issue with their attorneys.

A copy of the news release is filed as exhibit 99.1 to this current report and is hereby incorporated by reference.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

(d) Exhibits.

Exhibit No.	Description
99.1	Press Release dated September 18, 2014

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: September 23, 2014

Enertopia Corp.
By: "Robert McAllister"
Robert G. McAllister
President and Director



PRESS RELEASE #201441

FOR IMMEDIATE RELEASE

SEPTEMBER 18, 2014

World of Marihuana Joint Venture Update

VANCOUVER, BC – September 18, 2014 - Enertopia Corporation (ENRT-OTCBB) (TOP-CSE) (the "Company" or "Enertopia") announces the following with respect to its Joint Venture partner World of Marihuana (WOM).

We have provided notice to WOM alleging default under the terms of our joint venture agreement with WOM (the "WOM Agreement") for, among other things, their failure to provide financial information in regards to the funding, expenses and operation of the Joint Venture. WOM has provided notice in response disputing their default, and we are currently in correspondence on the terms of the WOM Agreement that are in issue with their attorneys.

Further information will be released when available.

About Enertopia

Enertopia's shares are quoted in Canada with symbol TOP and in the United States with symbol ENRT. For additional information, please visit www.enertopia.com or call Ken Faulkner, Business and Institutional Development: (250) 765-3630

Clark Kent, Media Inquiries: (647) 519-2646

This release includes forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Statements which are not historical facts are forward-looking statements. The Company makes forward-looking public statements concerning the WOM Agreement with WOM and the status of such Agreement, as well as expected future financial position, results of operations, cash flows, financing plans, business strategy, products and services, potential and financing of its medical marihuana projects, competitive positions, growth opportunities, plans and objectives of management for future operations, including statements that include words such as "anticipate," "if," "believe," "plan," "estimate," "expect," "intend," "may," "could," "should," "will," and other similar expressions that are forward-looking statements. Such forward-looking statements are estimates reflecting the Company's best judgment based upon current information and involve a number of risks and uncertainties, and there can be no assurance that other factors will not affect the accuracy of such forward-looking statements., foreign exchange and other financial markets; changes of the interest rates on borrowings; hedging activities; changes in commodity prices; changes in the investments and exploration expenditure levels; litigation; legislation; environmental, judicial, regulatory, political and competitive developments in areas in which Enertopia Corporation operates. The User should refer to the risk disclosures set out in the periodic reports and other disclosure documents filed by Enertopia Corporation from time to time with regulatory authorities.

The CSE has not reviewed and does not accept responsibility for the adequacy or accuracy of this release